

FILED

OCT 24 2008

AO 451 (Rev. 12/93) Certification of Judgment

UNITED STATES DISTRICT COURT

Southern

DISTRICT OF

New York

Phil Lombardi, Clerk
U.S. DISTRICT COURT

Professional Offshore Opportunity Fund, Ltd.

V.

Amerex Group, Inc.

**CERTIFICATION OF JUDGMENT
FOR REGISTRATION IN
ANOTHER DISTRICT****08 MC 30 TCK**

Case Number: 08-CIV-5643 (SAS)

I, J. Michael McMahon Clerk of the United States district court certify that the attached judgment is a true and correct copy of the original judgment entered in this action 8/27/08, as it appears in the records of this court, and that

Date

no notice of appeal from this judgment has been filed, and no motion of any kind listed in Rule 4(a) of the Federal Rules of Appellate Procedure has been filed.

IN TESTIMONY WHEREOF, I sign my name and affix the seal of this Court.

Oct 2, 2008

Date

J. Michael McMahon

Clerk

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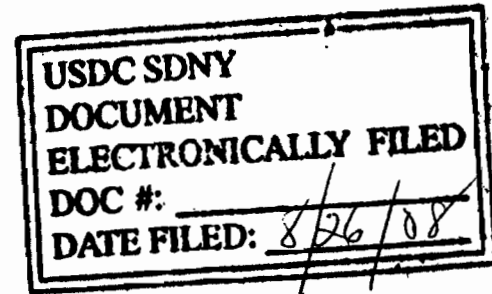
(By) Deputy Clerk

*Insert the appropriate language: ...“no notice of appeal from this judgment has been filed, and no motion of any kind listed in Rule 4(a) of the Federal Rules of Appellate Procedure has been filed.” ...“no notice of appeal from this judgment has been filed, and any motions of the kinds listed in Rule 4(a) of the Federal Rules of Appellate Procedure (†) have been disposed of, the latest order disposing of such a motion having been entered on [date].” ...“an appeal was taken from this judgment and the judgment was affirmed by mandate of the Court of Appeals issued on [date].” ...“an appeal was taken from this judgment and the appeal was dismissed by order entered on [date].”

(†Note: The motions listed in Rule 4(a), Fed. R. App. P., are motions: for judgment notwithstanding the verdict; to amend or make additional findings of fact; to alter or amend the judgment; for a new trial; and for an extension of time for filing a notice of appeal.)

☒ Drop Box ☒ Mail ☐ No Cert Svc ☐ No Orig Sign ☐ C/ ☐ CMJ
☒ C/Ret'd ☐ No Env ☐ No Cyps ☐ No Env/Cyps ☐ O/ ☐ CMJ

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Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

**PROFESSIONAL OFFSHORE
OPPORTUNITY FUND, LTD.**, a company
registered under the laws of the British Virgin
Islands,

Plaintiff,

-against-

AMEREX GROUP, INC., a Delaware corporation,

Defendant.

X
:
:
: 08-CIV-5643 (SAS)
:
: **DEFAULT JUDGMENT**
:
:
: ECF CASE

$$\begin{matrix} \bullet \\ \bullet \\ \mathbf{x} \end{matrix}$$

THIS CAUSE, having been brought before the Court by way of the motion of plaintiff, Professional Offshore Opportunity Fund, Ltd. (“PROOF”), through its counsel Sullivan & Worcester LLP, seeking entry of default judgment pursuant to Rule 55(b)(2) of the Federal Rules of Civil Procedure against defendant Amerex Group, Inc. (“Amerex”); the Summons and Complaint having been served on Amerex on June 24, 2008; proof of service on Amerex having been filed on June 27, 2008; PROOF having moved for a default judgment, which motion was served on Amerex, and Amerex having failed to respond to the motion; the Court having considered PROOF’s submissions; and for good cause having been shown, it is hereby

ORDERED that PROOF's motion for default judgment pursuant to Rule 55(b)(2) of the Federal Rules of Civil Procedure is hereby granted; and it is further

ORDERED that default judgment is entered against defendant Amerex Group, Inc. in the amount of \$1,577,231.51 as of July 24, 2008 with an additional \$867.12 per day thereafter until the judgment is entered. The calculation of the judgment is as follows:

- A. Principal amount due under the Note: \$750,000;
- B. Capital Utilization Fees due under the Note: \$75,000;
- C. Post-default interest on the Principal and Capital Utilization Fees totaling \$825,000 at the rate of 18% per annum from April 30, 2008: \$406.85 per day until the date of judgment, or \$34,582.19 as of July 24, 2008;
- D. Amount due for defendant's share repurchase obligation: \$700,000;
- E. Interest on the amount owed for the repurchase of the shares at the default rate of 2% per month from June 20, 2008 to the date of judgment: \$460.27 per day until the date of judgment, or \$15,649.32 as of July 24, 2008;
- F. Attorneys' fees and costs of this lawsuit and collection: \$2,000.

ORDERED this judgment will bear interest at the judgment rate for the date of entry until paid; and it is further

ORDERED that PROOF shall serve a copy of this judgment on Amerex at 1105 N. Peoria Avenue, Tulsa, Oklahoma 74106 and by facsimile at 918-599-0786 no later than seven days following receipt of the judgment by PROOF's counsel.

Dated: New York, New York
[Signature] 7/6, 2008

[Signature]
THE HONORABLE SHIRA A. SCHEINDLIN
United States District Judge

A CERTIFIED COPY
J. MICHAEL McMAHON,
BY *[Signature]* CLERK
DEPUTY CLERK



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New York, NY 10104

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October 23, 2008

RECEIVED

OCT 23 2008

By FedEx

**Phil Lombardi, Clerk
U.S. DISTRICT COURT**

Phil Lombardi, Clerk of Court
United States District Court
Northern District of Oklahoma
333 West Fourth, Room 411
Tulsa, OK 74103

08 MC 30 TCK

Re: Prof. Offshore Opportunity Fund, Ltd. v. Amerex Group, Inc.
Case No. 08-CIV-5643 (SAS) Registration of Foreign Judgment

Dear Mr. Lombardi:

Pursuant to 28 U.S.C. § 1963, I enclose a Certificate of Judgment from the Southern District of New York, a certified copy of the Judgment, and the filing fee. We would like a copy of the registered judgment. I've included a copy of the judgment and a return envelope.

Very truly yours,

A handwritten signature in cursive script that reads "Hela Levi".

Hela Levi

Direct line: 212 660 5089
hlevi@sandw.com

cc: Gretchen S. Silver, Esq.
Andrew T. Solomon, Esq.